

EXHIBIT C

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
)	
ION MEDIA NETWORKS, INC., <i>et al.</i> ,)	Case No. 09-13125 (JMP)
)	
Debtors.)	Joint Administration Requested
)	

**ORDER UNDER § 328(a) AUTHORIZING EMPLOYMENT OF
CHANIN CAPITAL PARTNERS AS FINANCIAL ADVISORS TO
THE CREDITORS' COMMITTEE OF ION MEDIA NETWORKS, INC.
NUNC PRO TUNC TO JUNE 23, 2009**

Upon consideration of the Application ("Application") of the Official Committee of Unsecured Creditors of Ion Media Networks, Inc., *et al.* ("Committee") for entry of an Order Authorizing Employment of Chanin Capital Partners ("Chanin") as Financial Advisors to the Committee *Nunc Pro Tunc* to June 23, 2009, and upon the Declaration of Russell Belinsky on behalf of Chanin (the "Chanin Declaration"); and the Court being satisfied based on the representations made in the Application and in the Chanin Declaration that Chanin represents no interest adverse to the Debtors' estates with respect to the matters upon which they are to be engaged, that they are disinterested persons as that term is defined under Section 101(14) of the Bankruptcy Code, as modified by section 1103(b) of the Bankruptcy Code, and that their employment is necessary and would be in the best interests of the Debtors' estates, and after due deliberation and sufficient cause appearing therefore;

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED under U.S.C. § 328(a) on the terms set forth herein.
2. In accordance with sections 1102, 1103, 328, and 504 of the Bankruptcy Code and Bankruptcy Rules 2014, 2016, and 5002, the Committee is authorized to employ and retain Chanin

as financial advisors *nunc pro tunc* to June 23, 2009, on the terms set forth in the Application and the Chanin Declaration.

C. Chanin shall be entitled to allowance of compensation and reimbursement of expenses, upon the filing and approval of interim and final applications pursuant to the Federal Rules of Bankruptcy Procedure and such other orders as this Court may direct, except that Chanin shall only be required to keep time records detailing and describing its activities, but will not be required to report its time records on a “project category” basis.

D. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2009

Honorable James M. Peck
United States Bankruptcy Judge